

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

UW CONSTRUCTION LIMITED
(a company registered in England no 04036774)
("the Company")

**WRITTEN RESOLUTION
OF
MEMBERS**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is hereby passed as a special resolution ("**the Resolution**") The Resolution is being proposed in connection with a proposed reduction of the Company's share capital and a solvency statement made by the directors of the Company on 22 January 2015 relating to that proposed reduction of capital is attached to this document

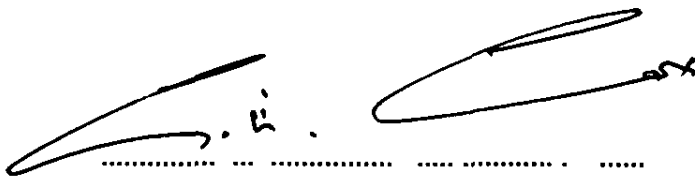
SPECIAL RESOLUTION

That pursuant to Chapter 10 of part 17 of the Companies Act 2006 and subject to the approval of the Registrar of Companies, the share capital of the Company be and hereby is reduced by the reduction in the nominal value of each ordinary share in the capital of the Company from £1 to £0 001 such that following the passing of this resolution the capital of the Company will be £70 divided into 70 ordinary shares of £0 001 each and that the amount by which the nominal value is reduced be transferred to distributable reserves in accordance with the Companies (Reduction of Share Capital) Order 2008

AGREEMENT TO WRITTEN RESOLUTIONS

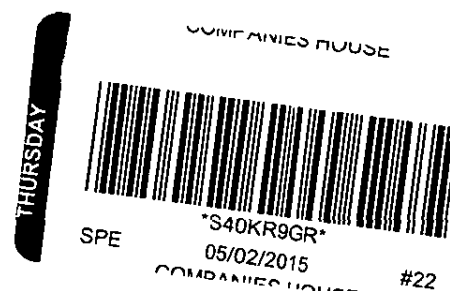
Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the persons entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution



Sir George Cox, Chair of Trustees
Signed for and on behalf of
**UNIVERSITY OF
WARWICK FOUNDATION**

.....
2 2.2015
Date of Signature



NOTES

- 1 If you wish to agree to the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the company at the company's registered office, University of Warwick, University House, Kirby Corner Road, Coventry CV4 8UW or emailing it to D.Jay@warwick.ac.uk
- 2 If you do not agree to the Resolution you need not do anything. You will not be deemed to agree if you fail to respond.
- 3 Once you have indicated your agreement to the Resolution you may not revoke your agreement.
- 4 Unless by the end of the period of 15 days beginning with the circulation date set out above sufficient agreement has been received for the resolutions to be passed they will lapse.
- 5 If you are signing this document on behalf of another person under a power of attorney or other authority, please provide a copy of such power or authority when returning this document.